

TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED

CIN: L70101WB1939PLC009800
Registered Office: Belgharia, Kolkata - 700 056,
Phone no. 033 2569 1500, Fax no. 033 2541 2448
Email: texinfra_cs@texmaco.in, Website: www.texinfra.in

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 79th Annual General Meeting of **TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED** will be held on **Monday, 9th September, 2019 at 4:00 P.M. at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata – 700 056**, to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement including the Audited Consolidated Financial Statement of the Company, the Reports of the Board of Directors and the Auditors thereon for the Financial Year ended 31st March 2019.
2. To declare Dividend on Equity Shares for the Financial Year ended 31st March 2019.
3. To appoint a Director in place of Mr. Saroj Kumar Poddar (DIN: 00008654), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

Item No.4

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:-

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s DGM & Associates, Cost Accountants, (Firm Registration Number 000038), be and is hereby appointed as the Cost Auditor by the Board of Directors of the Company, to conduct the Audit of the Cost Records of the Company for the Financial Year ending 31st March 2020, be paid ₹ 34,000 /- plus out of pocket expenses and applicable taxes.”

Item No. 5

To consider and if thought fit, to pass the following Resolution as a Special Resolution:-

“RESOLVED that pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (Act) and the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable Regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Utsav Parekh (DIN: 00027642), be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from 4th September 2019 to 3rd September 2024.”

Item No. 6

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:-

“RESOLVED that pursuant to the provision of Section 152 and other applicable provisions of the Companies Act, 2013 (Act) and the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the applicable Regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Narayanan Suresh Krishnan (DIN: 00021965) be and is hereby re-appointed as a Non – Executive Director of the Company, liable to retire by rotation, to hold office with effect from 1st October 2019.”

Item No. 7

To consider and if thought fit, to pass the following Resolution as a Special Resolution:-

“RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (Act) and the Rules framed thereunder,

(including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable Regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Devarayapuram Ramasamy Kaarthikeyan (DIN: 00327907) be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from 25th July 2019 to 24th July 2024.”

Item No. 8

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

“RESOLVED that pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Company's policy on Related Party transaction(s), the approval

of the Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into such contract(s)/ arrangement(s)/ transaction(s) with Macfarlane & Co. Limited, a Related Party of the Company, as defined under the Act and Listing Regulations, with respect to the property(ies) of the Company located at 17 & 18, Radhanath Choudhury Road, Kolkata - 700 015, on such terms and conditions as it may deem fit.”

“RESOLVED FURTHER that any Director/ Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, things, etc., as may be deemed necessary for the purpose of giving effect to these Resolutions.”

Belgharia
Kolkata – 700 056
Dated: 8th August, 2019

By the order of the Board
Pratik Modi
Company Secretary

NOTES:

- i. **A Member entitled to attend and vote at the Annual General Meeting (AGM) may appoint a Proxy to attend and vote on a poll on his / her behalf, and the Proxy need not be a Member of the Company.**

The instrument appointing Proxy, in order to be effective, must be duly signed, stamped, completed in all respects and must be deposited at the Registered Office of the Company located at Belgharia, Kolkata - 700 056, not less than FORTY-EIGHT HOURS before the commencement of the AGM i.e. by 4:00 P.M. on Saturday, 7th September 2019.

The Proxy Form submitted on behalf of Limited Companies, Societies, etc., must be supported by appropriate Resolution(s) / Authority as may be applicable. A Person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of the total Paid-up Share Capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total Paid-up Share Capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other Member.

Proxy shall carry his / her identity proof (*any one of PAN Card, Voter ID Card, Aadhaar Card, Driving License, Passport, etc.*) at the venue of the AGM.

- ii. **The Register of Members of the Company will remain closed from Saturday, 24th August 2019 to Monday, 9th September 2019 (both days inclusive).**
- iii. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out the material facts relating to the businesses at Item nos. 4 to 8 of the Notice as set out above, is annexed hereto.
- iv. In terms of Section 152 of the Companies Act, 2013, Mr. Saroj Kumar Poddar (DIN: 00008654) who retires by rotation and being eligible, offers himself for re-appointment at the ensuing AGM.
- The Board of Directors recommends his re-appointment. Additional information in respect of his re-appointment, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards forms a part of this Notice.
- v. The Audited Financial Statement including the Audited Consolidated Financial Statement of the Company, the Reports of the Board of Directors and the Auditors

thereon and all other documents of the Company annexed or attached thereto are available for inspection by the Members at the Registered & Corporate Office of the Company between 11:00 A.M. and 1:00 P.M. on all working days from the date hereof up to this AGM.

- vi. To support the 'Green Initiative', Members who have not registered their e-mail IDs so far are requested to register their e-mail IDs, so that they can receive the Annual Report and all other communication from the Company through electronic mode.
- vii. In line with the SEBI Circular and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 emphasizing electronic fund transfer, Members are requested to provide their Bank details to the Company / Registrar and Share Transfer Agent (RTA) in order to avail the electronic payment facility.

viii. **Voting through electronic means:**

1. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions proposed at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and also by way of e-voting (Insta Poll) at the AGM, for which purpose the Company has engaged the services of Karvy Fintech Private Limited (Karvy). The Board of Directors of the Company has appointed Ms. Geeta Roy Chowdhury as the Scrutinizer for this purpose.

The instructions for remote e-voting are as under:

- a) Open your web browser during the remote e-voting period and navigate to <https://evoting.karvy.com>.
- b) Enter the login credentials [i.e. user ID and password mentioned in the Attendance Slip of the Notice of this AGM or as mentioned in the e-mail sent to those Shareholders, who have registered their e-mail IDs]. Your Folio No. / DP ID / Client ID will be your user ID.
- c) Put user ID and password as initial password / PIN noted in step a) above. Click Login.
- d) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case

(A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update any contact details like mobile, e-mail IDs, etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt you to select the 'EVENT' i.e., Texmaco Infrastructure & Holdings Limited.
- g) On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST' for voting. Enter the number of Equity Shares (which represents number of votes) as on the cut off date under 'FOR / AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed the total shareholding. You may also choose the option 'ABSTAIN'.
- h) Cast your vote by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- i) Once you 'CONFIRM', you will not be allowed to modify your vote. During the voting period, Shareholders can Login any number of times till they have voted on the Resolutions.
- j) Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution, Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at geetaroychowdhury@gmail.com with a copy marked to evoting@karvy.com.
- k) Any person who becomes a Member of the Company after the dispatch of the Notice and holds Equity Shares as on the cut-off date i.e., **Monday, 2nd September 2019** may approach the

Company / Karvy for issuance of the User ID and Password for exercising their right to vote by electronic means by the following procedure:

- a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD <space> E-voting Event number + Folio No. or DP ID Client ID to 9212993399.

Example for NSDL: MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

Example for Physical: Event No. XXXX MYEPWD<SPACE>XXXX1234567

- b. If the e-mail ID or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click 'FORGOT PASSWORD' and enter Folio No. or DP ID Client ID and PAN to generate a password.

- c. Member may call Karvy's toll free number 1800-3454-001.

- d. Member may send an e-mail request to evoting@karvy.com.

- 2. Voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the Members as on **Monday, 2nd September 2019** (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting at the AGM.
- 3. The remote e-voting period commences at **9:00 A.M. on Thursday, 5th September 2019 and ends at 5:00 P.M. on Sunday, 8th September 2019**. During this period, Shareholders of the Company holding Equity Shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Monday, 2nd September 2019** may cast their vote electronically.

The e-voting module shall be blocked for voting thereafter. Once, the vote on a Resolution is cast by the Shareholder, such Shareholder shall not be allowed to change it subsequently.

4. The Members who have already casted their vote through remote e-voting cannot vote again at the e-voting at the AGM venue. However, such Member shall be entitled to attend the AGM.
5. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of <http://e-voting.karvy.com> or contact Karvy at Tel No. 1-800- 3454-001 (toll free) or any grievances may please be sent to the e-mail ID: evoting@karvy.com or may be addressed to the Company Secretary at the e-mail ID evoting_texinfra@texmaco.in
6. The Results of the e-voting will be declared on or after the date of the AGM i.e. **Monday, 9th September, 2019**. available on the Company's website www.texinfra.in and on the website of Karvy; such Results will also be forwarded to the Stock Exchange(s) where the Equity Shares of the Company are listed.
7. Shareholders who are not the Members of the Company as on the Record Date shall treat this Notice for information purpose only.

Explanatory Statement

SPECIAL BUSINESS

Item No. 4

The Board on the recommendation of the Audit Committee, at its Meeting held on 13th May 2019 has approved the appointment and remuneration of M/s DGM & Associates, Cost Accountants, (Firm Registration Number 000038) as the Cost Auditor to conduct the Audit of the Cost Records of the Company for the Financial Year ending 31st March 2020 at a remuneration of ₹ 34,000 plus out-of-pocket expenses and applicable taxes as incurred from time to time. In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Rules framed thereunder, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

A certificate issued by the aforementioned firm regarding their eligibility for appointment as the Cost Auditor of the Company is available for inspection at the Registered & Corporate Office of the Company between 11:00 A.M. and 1:00 P.M. on all working days from the date hereof up to the date of the AGM.

None of the Directors or Key Managerial Personnel including their relatives are, in any way, concerned or interested,

financially or otherwise, in the proposed Resolution except upto their Shareholding interest, if any, in the Company.

The Board of Directors of the Company recommends the passing of the proposed resolution as an Ordinary Resolution.

Item No. 5

The present term of Mr. Utsav Parekh (DIN: 00027642) expires on 3rd September, 2019. In view of his vast knowledge and valuable contribution made during his tenure, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on 13th May, 2019 has approved the re-appointment of Mr. Parekh as an Independent Director w.e.f. 4th September, 2019 for another term of 5 (Five) consecutive years.

The Company has received a declaration from Mr. Parekh that he is not disqualified to act as a Director under Section 164 of the Companies Act, 2013 (Act) and that he meets the criteria of Independence as prescribed under Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

As per the opinion of the Board, he fulfills the criteria specified in the Act and Rules made thereunder and the applicable Regulation(s) of the Listing Regulations for the re-appointment as an Independent Director.

Mr. Parekh has been a pioneer in the Investment Banking field in India. He has an experience of over 36 years in this field. He is the Promoter and Chairman of SMIFS Capital Market Limited which has grown to become one of the foremost Investment Banking companies in Kolkata. He is also one of the first private equity investors in India having invested in a full range of companies ranging from IT, Real Estate, Entertainment, Sports Management and Telecommunications amongst others. He in his personal capacity is a Director on the Board of various companies viz Mcleod Russel (India) Limited, Xpro India Limited, Texmaco Rail & Engineering Limited, etc. He is also a member on the Board of the Indian Chamber of Commerce. He is also an Honorary Counsel of the Czech Republic in Kolkata. He was the Chairman of the YPO Kolkata Chapter and now he is on the Board of the World Presidents Organization (WPO). He is associated with various philanthropic organizations. He is a keen sports enthusiast and soccer in India. He is one of the Co-founders of ATK, the premier football club in the prestigious Indian Super League. His latest venture in business is the development of an Aerotropolis project in West Bengal, India.

The Company has in terms of Section 160(1) of the Companies Act, 2013 received a valid notice from a Member of the Company,

proposing the candidature of Mr. Utsav Parekh for the office of the Independent Director.

Except Mr. Parekh and his relatives, no other Director or Key Managerial Personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except up to their Shareholding interest, if any, in the Company.

The Board of Directors of the Company recommends the passing of the proposed resolution as a Special Resolution.

Item No. 6

Mr. Narayanan Suresh Krishnan (DIN: 00021965) was appointed as a Non-Executive Director of the Company for a term of 3 (Three) consecutive years i.e. from 1st October 2016 to 30th September 2019. Further, in view of his vast knowledge and marked contribution made during his tenure, the Board of Directors of your Company based on the recommendation of the Nomination and Remuneration committee at its Meeting held on 13th May, 2019 has approved the re-appointment of Mr. Krishnan as the Non- Executive Director of the Company, liable to retire by rotation with effect from 1st October, 2019.

Mr. Krishnan, aged 54 years, was appointed as a Director on the Board of Texmaco Infrastructure & Holdings Limited on 1st October, 2016. He has been associated with the Adventz Group for over two decades and has been widely acknowledged for his dynamic leadership, vision and commitment. He has served as the Managing Director of erstwhile Zuari Industries Limited; and was formerly the Executive President of Zuari Industries Limited, responsible for the company's fertiliser business. Other senior positions held by Mr. Krishnan earlier, include being the Chief Financial Officer of Zuari Industries and Zuari Cements Limited. His functional experience spans over 30 years in the field of corporate finance, corporate strategy, projects planning, operations and business development.

The Company has received a declaration from Mr. Krishnan that he is not disqualified to act as a Director under Section 164 of the Companies Act, 2013.

The Company has in terms of Section 160(1) of the Companies Act, 2013 received a valid notice from a Member of the Company, proposing the candidature of Mr. Narayanan Suresh Krishnan for the office of the Non-Executive Director.

Except Mr. Krishnan and his relatives, no other Director or Key Managerial Personnel including their relatives are, in any

way, concerned or interested, financially or otherwise, in the proposed Resolution except up to their Shareholding interest, if any, in the Company.

The Board of Directors of the Company recommends the passing of the proposed resolution as an Ordinary Resolution.

Item No. 7

The present term of Mr. Devarayapuram Ramasamy Kaarthikeyan (DIN: 00327907) expires on 24th July, 2019.

In view of his vast knowledge and valuable contribution made during his tenure, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee at its Meeting held on 13th May 2019, has approved the re-appointment of Mr. Kaarthikeyan as an Independent Director for another term of 5 (Five) consecutive years with effect from 25th July 2019.

The Company has received a declaration from Mr. Kaarthikeyan that he is not disqualified to act as a Director under Section 164 of the Companies Act, 2013 (Act) and that he meets the criteria of Independence as prescribed under Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Listing Regulations).

As per the opinion of the Board, he fulfils the criteria specified in the Act and Rules made thereunder and the applicable Regulation(s) of the Listing Regulations for the re-appointment as an Independent Director.

Mr. Kaarthikeyan, aged 79 (seventy nine) years, is a Graduate in Bachelor of Science (Chemistry and Agriculture) and is also a Bachelor of Law. After practising as Lawyer for three years, he got selected and appointed to the elite Indian Police Service and in that capacity he held several positions including District Superintendent of Police of large problematic districts like Gulbarga, Dharwar and Belgaum, major Districts of Karnataka, India.

He held challenging positions like Chief of Investigation team of former Prime Minister Rajiv Gandhi assassination case; Director General of Central Reserve Police Force, the largest paramilitary force in India; Director of the prestigious Central Bureau of Investigation of India; and Director-General in the National Human Rights Commission. In 2010, Mr. Kaarthikeyan was conferred with Padma Shri, one of the highest civilian awards in the Country, by the Government of India in recognition of his exceptional and distinguished services rendered to the Nation. His services in the various fields have been recognised by grant of many awards and titles.

The Company has in terms of Section 160(1) of the Companies Act, 2013 received a valid notice from a Member of the Company, proposing the candidature of Mr. Kaarthikeyan for the office of the Independent Director.

Except Mr. Kaarthikeyan and his relatives, no other Director or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors of the Company recommends the passing of the proposed resolution as a Special Resolution.

Item No. 8

The Board of Directors, on the recommendation of the Audit Committee, at its meeting held on 8th August 2019, has approved the following transaction to be entered into by the Company with a Related Party as defined under the Companies Act, 2013 (Act) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), with respect to the freehold property(ies) of the Company located at 17 & 18, Radhanath Choudhury Road, Kolkata – 700 015, on the terms and conditions as are enumerated below:

Sl No.	Particulars	Details
1.	Name of the Related Party	Macfarlane & Co. Ltd;
2.	Name of the Director or Key Managerial Personnel who is related	N.A.;
3.	Nature of Relationship	Macfarlane & Co. Ltd is a Subsidiary of the Company in terms of section 2(87) of the Act;
4.	i. Nature of the transaction	Lease of freehold property owned by the Company to Macfarlane & Co. Ltd;
	ii. Material terms	Lease Period: 29 years (with grant of further lease on mutual terms);
	iii. Monetary value	Lease Premium payable upfront: ₹ 5 Crores Average Annual Lease Rent: ₹ 1200/-;
	iv. Particulars of the contract or arrangements	a. Lease of land comprising of 6 bighas 17 cottahs 6 chittaks and 3 sq ft by the Company to Macfarlane & Co Limited (lessee); b. The lessee to be entitled to submit any layout plan for amalgamation of the said premises with any other adjacent leasehold premises; c. The lessee to be entitled to apply and submit plans to the appropriate authorities for construction of buildings on the said premises;
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	Since, no income is currently accruing from the said premises, it is proposed to lease the premises to its Subsidiary who is also having large leasehold plot which together could be used for commercial exploitation at reasonable upfront consideration and with prospect of receiving further amounts from sale of constructed area in coming years on completion of construction of building(s).

As per the provisions of Section 188 of the Act and other applicable provisions, if any, of the Act, the Rules framed thereunder, all 'Related Party Transactions' require prior approval of the Board of Directors, and also of Shareholders where any transaction(s) proposed to be entered into by the Company with its Related Party(ies) exceeds the limits prescribed under the Act, unless such transactions are in the ordinary course of business and are being undertaken on arms' length basis.

In terms of the Listing Regulations, all 'Material Related Party Transaction', i.e., Related Party Transactions (individually or taken together with previous transactions during a Financial Year with the same Related Party which exceed 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statement of the Company) require the approval of the Shareholders through an Ordinary Resolution and in respect of voting on such Resolution(s), all the related parties are required to abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not.

Since, the aforementioned Related Party Transaction qualifies to be a Material Related Party Transaction under the Listing Regulations, the Company is required to obtain an approval from the Shareholders for executing the same.

None of the Directors, Manager, Key Managerial Personnel and their relatives may be deemed to be concerned or interested

in the aforesaid Resolution except to the extent of their shareholding, if any.

The Board of Directors of the Company recommends the passing of the proposed resolution as an Ordinary Resolution.

Related Information of Directors seeking appointment or re-appointment at the forthcoming Annual General Meeting for item nos. 3, 5, 6 and 7 -

[In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards]

Name of the Director	Mr. Saroj Kumar Poddar	Mr. Narayanan Suresh Krishnan	Mr. Utsav Parekh	Mr. Devarayapuram Ramasamy Kaarthikeyan
Age (in years)	73	54	62	79
Qualification	B.Com (Hons.)	MS (Economics)	B.Com (Hons)	B. Sc, LLB
Date of first Appointment on the Board	14 th February 1991	1 st October, 2016	25 th September, 2010	25 th July 2016
Expertise in specific functional areas	<ul style="list-style-type: none"> Chairman of Adventz Group Chairman of India- Saudi Arabia Joint Business Council and is a member of Indo- French CEO Forum Was a founder Chairman of Gillette India Limited. since 1984 Recipient of Rashtriya Samman award from CBDT Has served as the President of FICCI and International Chamber of Commerce in India Has also served as member of the Board of Governors of the IIT, Kharagpur Was also on the advisory Board of Messrs N M Rothschild & Sons (India) Private Limited. 	Corporate Finance, Corporate Strategy, Projects, Planning, Operations and Business Development	<ul style="list-style-type: none"> Has experience in Capital Markets and strong financial knowledge. Served as partner of Stewart & Company. 	<ul style="list-style-type: none"> Experience in civil services Has held challenging position including DG of RPF, DG of NHRC
Remuneration last Drawn ₹	NA	NA	NA	NA
Shareholding in the Company	8149823	Nil	Nil	Nil
Relationship with other Director / KMP in the Company	Husband of Ms. Jyotsna Poddar and Father of Mr. Akshay Poddar	Nil	Nil	Nil

Name of the Director	Mr. Saroj Kumar Poddar	Mr. Narayanan Suresh Krishnan	Mr. Utsav Parekh	Mr. Devarayapuram Ramasamy Kaarthikeyan
Directorship held in other Companies	<ul style="list-style-type: none"> • Chambal Fertilisers and Chemicals Limited • Lionel India Limited • Paradeep Phosphates Limited • Texmaco Rail & Engineering Limited • Zuari Agro Chemicals Limited • Zuari Global Limited • Calcutta Tramways Company Limited • Adventz Finance Private Limited • Hettich India Private Limited • Adventz Homecare Private Limited • HePo India Private Limited • Forte Furniture Products India Private Limited • Indo Maroc Phosphore S.A (IMACID) 	<ul style="list-style-type: none"> • Zuari Agro Chemicals Limited • Zuari Global Limited • Gobind Sugar Mills Limited • Simon India Limited • Mangalore Chemicals and Fertilizers Limited • The Fertilizers Association of India • Zuari Maroc Phosphates Private Limited • Forte Furniture Products India Private Limited • Zuari Infracore India Limited 	<ul style="list-style-type: none"> • McLeod Russel India Limited. • Xpro India Limited. • Lend Lease Company (India) Limited. • Bengal Aerotropolis Project Limited • SMIFS Capital Services Limited • Indian Chamber of Commerce, Calcutta • SMIFS Capital Markets Limited. • Texmaco Rail & Engineering Limited • Spencer's Retail Limited • Aar Indamer Technics Private Limited • Nexome Real Estate Private Limited 	<ul style="list-style-type: none"> • Taj GVK Hotels and Resorts Limited • Star Health and Allied Insurance Company Limited • Raj Television Network Limited • Lotus Eye Hospital and Institute Limited • Life Positive Private Limited • Roots Auto Products Private Limited
Chairmanship / Membership of Committees in Companies including those in the Company	<ul style="list-style-type: none"> • Texmaco Infrastructure & Holdings Limited- Chairman of CSR Committee • Paradeep Phosphates Limited- Member of Nomination and Remuneration Committee • Adventz Finance Private Limited- Chairman of Audit Committee and Nomination and Remuneration Committee 	<ul style="list-style-type: none"> • Gobind Sugar Mills Limited – Chairman of Stakeholders Relationship Committee, and CSR Committee and Member of Nomination and Remuneration Committee • Zuari Agro Chemicals Limited- Member of Stakeholders Relationship Committee, Risk Management Committee and Audit Committee • Zuari Global Limited- Member of Audit Committee, Stakeholders Relationship Committee, CSR Committee and Risk Management Committee • Mangalore Chemicals and Fertilizers Limited- Member of Stakeholders Relationship Committee • Zuari Infracore India Limited- Member of Audit Committee and Nomination and Remuneration Committee • Simon India Limited- Member of Nomination and Remuneration Committee 	<ul style="list-style-type: none"> • McLeod Russel India Limited –Member of Stakeholders Relationship Committee • SMIFS Capital Markets Limited– Member of Audit Committee • Texmaco Infrastructure & Holdings Limited– Chairman of Audit Committee, Nomination Remuneration Committee and Stakeholders Relationship Committee and Member of CSR Committee • Xpro India Limited- Chairman of Stakeholders Relationship Committee and Member of Audit Committee and Nomination and Remuneration Committee • Spencer's Retail Limited- Chairman of Audit Committee and Nomination and Remuneration Committee and Member of CSR Committee 	<ul style="list-style-type: none"> • Texmaco Rail & Engineering Limited -Member of Audit Committee • Star Health and Allied Insurance Company Limited - Member of Audit Committee • Taj GVK Hotels and Resorts Limited -Member of Audit Committee and Remuneration Committee • Lotus Eye Hospital and Institute Limited -Member of Audit Committee and Remuneration Committee • Raj Television Network Limited- Member of Remuneration Committee